FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Mail Brocessing Segion

FORM D

Expires:
Estimated average burden hours per response. . . . 16.00

QMB APPROVAL

OMB Number: 3235-0076

Section NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

| SEC US | E ONLY |
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| Prefix | Serial |
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| Washin | gton, DC | | | | | |
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| Name of Offering (D Private Placement Offering | eneck if this is a | n amendment and | d name has chang | ed, and indicate c | change.) | 1245/06 |
| Filing Under (Check box(es) | ·-· | ☐ Rule 504 | ☐ Rule 505 | ☑ Rule 506 | ☐ Section 4(6) | ☐ ULOE |
| Type of Filing: | New Filing | ⊠Amendmen | t | | | |
| | | A. BAS | IC IDENTIFIC | CATION DATA | <u> </u> | |
| 1. Enter the information re | equested about th | e issuer | | | | |
| Name of Issuer (☐ check if IMH Secured Loan Fund, | | nent and name h | as changed, and i | ndicate change.) | | |
| Address of Executive Office 11333 North Scottsdale Ro | V- | | City, State, Zip Co 254 | ode) | Telephone Nun 602-889-3410 | |
| Address of Principal Busines (if different from Executive | • | (Number an | d Street, City, Sta | ite, Zip Code) | Telephone Nun | 08059316 |
| Brief Description of Busines | SS: | | | | | |
| Lending of funds for short | | mortgages secu | red by real prop | erty. | | |
| Type of Business Organizati ☐ corporation ☐ business trust | | | , already formed artnership, to be t | | er (please specify): I | Limited Liability Company |
| Actual or Estimated Date of Jurisdiction of Incorporation | or Organization | M Organization: (Enter two-letter | Ionth Year [0 5] er U.S. Postal Ser | 10 3 | | PROCESSED mated SEP 0 9 2008 |

GENERAL INSTRUCTIONS

THOMSON REUTERS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

| | · | A. BASIC IDENTI | FICATON DATA | | |
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| 2. Enter the information requ | | • | | | |
| Each beneficial owner ha | | es been organized within the o vote or dispose, or direct | - | f, 10% or more of | f a class of equity securities of |
| the issuer;Each executive officer andEach general and managing | | orate issuers and of corpora | te general and managing | partners of partne | ership issuers; and |
| Check Box(es) that Apply: | | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☑ General and/or Managing Partner |
| Full Name (Last name first, if | individual) | | | · · · · · · · · · · · · · · · · · · · | Managing Farther |
| Investors Mortgage Holdings | , | | | | |
| Business or Residence Address | | rout City State 7in Code) | | | |
| 11333 North Scottsdale Road | - | | | | |
| · | | | ☑ Executive Officer | ☑ Director | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | Executive Officer | Director | ☐ General and/or |
| C IIN (I C . ic | | | | | Managing Partner |
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| Albers, Shane | AL 1 10 | G' 0 1) | | | |
| Business or Residence Addres | | | | 05054 | |
| c/o Investors Mortgage Hold | | | | | |
| Check Box(es) that Apply: | ⊔ Promoter | ☐ Beneficial Owner | ☑ Executive Officer | ☑ Director | ☐ General and/or |
| | | | | ··- | Managing Partner |
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| Meris, William | | ·- · · · · · · · · · · · · · · · · · · | | | |
| Business or Residence Addres | • | • | | | |
| c/o Investors Mortgage Hold | lings, Inc. 11333 | North Scottsdale Road, Su | | 85254 | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | | ☐ Director | ☐ General and/or |
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| Darak, Steve | | | | | |
| Business or Residence Addres | s (Number and St | reet, City, State, Zip Code) | | | * |
| c/o Investors Mortgage Hold | ings, Inc. 11333 | North Scottsdale Road, St | ite 160, Scottsdale, AZ | 85254 | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or |
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| ۱. | Has the | e issuer s | old, or do | es the issue | | | | ed investors | | ering? | | Yes | No ⊠ |
| 2. | What i | s the mir | ninum inv | estment tha | | | | | | | | \$ <u>50</u> | 000* |
| | *Issue | r may acc | cept less th | ian minimu | m investm | ent amoun | t in its sole | discretion | | | | Yes | No |
| 3. | Does t | he offerii | ng permit j | joint owner | ship of a s | ingle unit? | ••••• | • | | | •••••••• | X | 0 |
| 4. | commi offerin and/or | ssion or g. If a p with a s | similar re person to tate or sta | uested for o emuneration be listed is tes, list the h a broker o | n for solic an associ name of | itation of ated perso the broker | purchasers n or agent or dealer. | in connect of a broke If more the | ction with a r or dealer han five (5 | sales of se registered persons t | curities in with the S o be listed | the SEC | |
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| Business | or Resider | ice Addres | ss (Number | and Street | , City, Stat | e, Zip Cod | e) | | | | | |
| 3721 Do | uglas Blvd | ., Suit <u>e 2</u> 0 | 00, Rosevill | e, CA 956 | 61 | | | | | | | |
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| Business | or Residen | ce Addre | ss (Number | and Street | , City, Stat | e, Zip Cod | le) | _ | | | | |
| _8620 W. | 110th Stre | et, Overl | and Park, | KS 66210 | | | | | | | | |
| States in | Which Per | son Listed | l Has Solici | ted or Inte | nds to Soli | cit Purchas | sers | | | | | |
| (Check ". | All States" | or check | individual S | States) | | | | | | ************ | 🗆 All S | States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| (IL) | - | | | | | | [MD] | [MA] | [MI] | [WN] | [MS] | [MO] |
| [MT] [RI] | [NE] [SC] | [NV] [SD] | [NH] [TN] | [NJ] [TX] | [NM] [UT] | [NY] [VT] | [NC] [VA] | [ND] [WA] | [OH] [WV] | [OK] [WI] | (OR) (WY) | [PA] [PR] |
| Full Nam | e (Last nar | ne first, if | individual) | | | | | | | | | |
| | | | | | | | | | | | | |
| Business | or Residen | ce Addre | ss (Number | and Street | , City, Stat | e, Zip Cod | le) | | | | | |
| | | | · | | • | | • | | | | | |
| States in | Which Per | son Listed | l Has Solici | ted or Inte | nds to Soli | cit Purchas | sers | | | | | |
| (Check " | All States" | or check | individual S | States) | | | | | | | 🗆 All S | States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | | | [KS] | | | | [MD] | [MA] | [MI] | (MN) | [MS] | [MO] |
| [MT] [RI] | [NE] [SC] | [NV] [SD] | [NH] [TN] | [NJ] [TX] | [MM] [TU] | (YN) (TV) | [NC] [VA] | [ND] [WA] | [OH] [WV] | [OK] | (OR) [WY] | [PA] [PR] |
| | | | f individual) | • | | | | | | | - | |
| | ` | , | | | | | | | | | | |
| Business | or Residen | ce Addre | ss (Number | and Street | , City, Stat | e, Zip Cod | le) | | | | | |
| | | | ` | | | | · . | | | | | |
| States in | Which Per | son Listed | Has Solici | ted or Inte | nds to Soli | cit Purchas | sers | | · · · · · · · · · · · · · · · · · · · | | | |
| (Check ". | ΔII States" | or check | individual S | States) | | | | | | | 🗆 All S | States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | - | [IA] | [KS] | [KY] | [LA] | | [MD] | [MA] | [MI] | [MM] | [MS] | [MO] |
| [MT] [RI] | [NE] [SC] | [NV] [SD] | [NH] [TN] | [NJ] [TX] | [NM] [UT] | (NY) [VT] | [NC] [VA] | (ND) [WA] | [HO] | (OK) (WI) | [OR] [WY] | [PA] [PR] |
| | | | individual) | | (41) | () | () | | | | | 1 |
| 1 411 1 (41) | o (Dust iiui | | marridaar | | • | | | | | | | |
| Business | or Residen | ce Addre | ss (Number | and Street | . City. Stat | e, Zip Cod | le) | | | | | |
| | | | (| | , , | ., | -, | | | | | |
| States in | Which Per | son Listed | Has Solici | ted or Inte | nds to Soli | cit Purchas | sers | | | | | |
| (Chack " | All States" | or chack | individual S | States) | | | | | | | 🗆 All S | States |
| (AL) | [AK] | [AZ] | [AR] | (CA) | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [NI] | [AI] | (KS) | [KY] | [LA] | (ME) | [DM] | [MA] | [MI] | [MM] | {MS} | [MO] |
| [MT] | [NE] [SC] | [NV] [SD] | [NH] | [NJ] [TX] | (MM) [TU] | [NY] [VT] | [NC] [VA] | [ND] [WA] | [OH] [WV] | [OK] [WI] | (OR) [WY] | [PA] [PR] |
| [RI] Full Nam | | | [TN] findividual) | | [01] | [4 4] | [AU] | [HA] | [II V] | [11.7] | [114] | [LIV] |
| i un Maill | c (Last Hal | ne mot, II | morvidual) | | | | | | | | | |
| Rucineco | or Residen | ce Addre | ss (Number | and Street | City Stat | e Zin Cod | e) | | | | | |
| Du3IIIC92 | or Residen | ec Addit: | oo (Mullinel | and Succi | , City, Stat | υ, <i>Σ</i> ιρ C00 | , | | | | | |
| States in | Which Per | son Listed | l Has Solici | ted or Inte | nds to Soli | cit Purchas | sers | | <u></u> | | | |
| | | | | | | | | | | | [T] A 11 4 | States |
| (Check "/ | All States | Or check | individual S (AR) | fates) | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | □ All S [HI] | States [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| E MATELLE | (ME) | [NV] | (NH) | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | f D A 1 |
| [MT] [RI] | [NE] [SC] | [SD] | [TN] | (TX) | [UT] | [VT] | (VA) | [WA] | [WV] | [WI] | [WY] | [PA] [PR] |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box

☑ and indicate in the columns below the amounts of the securities offered for exchange and already

| | Type of Security | Aggrega Offering I | | Amount Alre Sold | ndy |
|----|--|---------------------------|-------------|--|----------|
| | Debt | - | | ¢ | Λ |
| | Equity | | | | |
| | □ Common □ Preferred | J | | 3 | <u>u</u> |
| | | ė. | ^ | ¢ | ٥ |
| | Convertible Securities (including warrants) | | | | 0 |
| | Partnership Interests | | | \$ | Ť |
| | Other (Specify) Equity in the form of membership interests | - | | | |
| | Total | \$ <u>851,909,6</u> | 85.51 | \$ <u>851,909,685.</u> | <u> </u> |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | | | |
| | Accredited Investors | Numbe Investo 4,820 | rs | Aggregate Dollar Amou of Purchase \$851,909,685. | int s |
| | Non-accredited Investors | | | \$ | _ |
| | | | | c | |
| | Total (for filings under Rule 504 only) | | | ə | |
| | Answer also in Appendix, Column 4, if filing under ULOE. | | | 3 | - |
| 3. | • | | | | |
| 3. | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first | Type o Securit | ıf | Dollar Amor Sold | |
| 3. | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1. | Type o Securit | of y | Dollar Amou | ınt |
| 3. | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1. Type of offering | Type o Securit | of y | Dollar Amot Sold | ınt |
| 3. | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1. Type of offering Rule 505 | Type o Securit | of y | Dollar Amot Sold \$ | ınt |
| 3. | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1. Type of offering Rule 505 Regulation A | Type o Securit | of y | Dollar Amot Sold \$ | ınt |
| 3. | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1. Type of offering Rule 505 Regulation A Rule 504 | Type o Securit | of y | Dollar Amor Sold \$ \$ | ınt |
| | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not | Type of Securit | of y | Dollar Amor Sold \$ \$ | ınt |
| | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | Type of Securit | of y | Dollar Amor Sold \$ \$ \$ | |
| | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees | Type of Securit | of y | Dollar Amor Sold \$ \$ \$ | unt |
| | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1. Type of offering Rule 505 Regulation A | Type of Securit | of y | Dollar Amor Sold \$ | |
| | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees | Type of Securit | of y | Dollar Amor Sold \$ | |
| | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees | Type of Securit | (y y | Dollar Amor Sold \$\$ \$\$ \$\$ \$\$\$ \$\$\$000.0 \$\$\$,000.0 | |
| | Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees | Type of Securit | | Dollar Amor Sold \$ | |

^{*}All expenses will be paid by the Issuer's Manager without reimbursement by the Issuer.

| | C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF | PROCEEDS | |
|-----|---|---|---|
| | b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer." | | \$ <u>851,869,685,51</u> |
| 5. | Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the boy left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the iss forth in response to Part C—Question 4.b above. | to the | |
| | • | Payments to Officers, Director & Affiliates | s Payments to Others |
| | Salaries and fees | s | □ s |
| | Purchase of real estate | \$ | □ s |
| | Purchasing, rental or leasing and installation of machinery and equipment | \$ | □ \$ |
| | Construction or leasing of plant buildings and facilities | | |
| | Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | | |
| | Repayment of indebtedness | | |
| | | | |
| | Working capital | | |
| | Other (specify): Investments in loans and cash reserves | 3 | P 12''00'' |
| | | s | □ s |
| | Column Totals | | |
| | Total Payments Listed (column totals added) | | 1.869.685.51 |
| | | _ | - |
| | | | |
| | D. FEDERAL SIGNATURE | | |
| sig | ne issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is gnature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, formation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. | s filed under Rule upon written requ | 505, the following uest of its staff, the |
| | Suer (Print or Type) MH Secured Loan Fund, LLC | Date August 22, 20 | 08 |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Name of Signer (Print or Type)

William Meris



Title of Signer (Print or Type)
President of Investors Mortgage Holdings, Inc., Manager of IMH Secured Loan Fund, LLC